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January 8, 1986 **INTERSTATE COMMERCE COMMISSION**

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Secretary Bayne:

I have enclosed an original and two counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an assignment of an Equipment Lease, a secondary document, dated November 27, 1985.

The primary document to which this is connected is recorded under Recordation No. 12834.

We request that this assignment be cross-indexed.

The names and addresses of parties are

Assignor: The B.F. Goodrich Company
500 South Main Street
Akron, Ohio 44318

Assignee: Diamond Shamrock Chemicals Company
351 South Phelps Court
Irving, Texas 75061

A general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

A fee of \$10 is enclosed. Please return the original and one counterpart to the undersigned at Suite 800, 1120 G Street, N.W., Washington, D.C. 20005.

A short summary of the document to appear in the index follows: Assignment between The B.F. Goodrich Company, 500 South Main Street, Akron, Ohio 44318 and Diamond Shamrock Chemicals Company, 351 South Phelps Court, Irving, Texas 75061 dated

No. 6-068A038
Date JAN 8 1986
Fee \$ 10.00
ICC Washington, D.C.

FILED
JAN 8 1 25 PM '86
FBI - WASH DC

C. Goodrich
James H. Bayne

Mr. James H. Bayne
January 8, 1986
Page 2

LAROE, WINN & MOERMAN

November 27, 1985 and covering 57 tank cars, and connected to an
Equipment Lease with Recordation No. 12834.

Very truly yours, .

A handwritten signature in cursive script that reads "Stanley E. Hilton".

Stanley E. Hilton
Attorney for The B.F.
Goodrich Company

SEH/jtc

Enclosures

Schedule A

57 tank cars marked and numbered BFGX 7050 to BFGX 7099, both inclusive and BFGX 7101 to BFGX 7107, both inclusive.

Interstate Commerce Commission
Washington, D.C. 20423

1/13/86

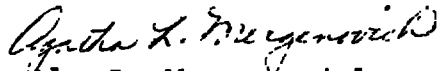
OFFICE OF THE SECRETARY

Stanley E. Hilton, Atty
LaRoe Winn & Moerman
1120 G. St. N.W. 8th Fl.
Washington, D.C. 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/8/86 at 1:30pm, and assigned recordation number(s). 12834-A

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

JAN 8 1986 -1 30 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT

This ASSIGNMENT AND ASSUMPTION AGREEMENT dated November 27, 1985 by and between DIAMOND SHAMROCK CHEMICALS COMPANY, a Delaware corporation ("DSCC"), and the B. F. GOODRICH COMPANY, a New York corporation ("BFG").

WHEREAS, DSCC, Convent and BFG, have entered into that certain Purchase and Sale Agreement of even date herewith, for the purchase by DSCC from Convent and BFG of certain of Convent's and BFG's assets (the "Assets");

WHEREAS, BFG is a party to the agreement or agreements listed in Schedule 1 hereto (the "Assigned Agreement(s)");

WHEREAS, pursuant to the Purchase and Sale Agreement, the Assigned Agreement constitutes a portion of the Assets;

WHEREAS, a condition to the closing of the transactions contemplated by the Purchase and Sale Agreement, DSCC and BFG must have executed and delivered this Agreement;

NOW THEREFORE, the parties hereto agree as follows:

1. BFG hereby assigns to DSCC all of BFG's right, title and interest in and to the Assigned Agreement from and after the date hereof, including without limitation (i) all rights of BFG to receive monies becoming due, and any other property to be delivered, under or pursuant to the Assigned Agreement, on or after the date hereof, (ii) all rights of BFG to receive any indemnity, warranty or guaranty with respect to the Assigned Agreement, (iii) all claims of BFG for damages arising out of or for breach of or default arising after the date hereof under the Assigned Agreement and (iv) all remedies thereunder.

2. DSCC hereby assumes all of BFG's obligations and duties under the Assigned Agreement from and after the date hereof.


3. This Agreement shall be governed by and construed in accordance with the laws of the State of Ohio.

4. With respect to this Agreement, each party shall bear its own expenses, except as otherwise herein specifically provided.

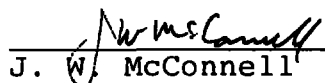
5. This Agreement shall inure to the benefit of and be binding on the successors and assigns of the parties hereto, provided however, that this Agreement may not be assigned by either party hereto without the express written consent of the other party hereto.

IN WITNESS WHEREOF, each party hereto has caused this Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

THE B. F. GOODRICH COMPANY

By: 
D. Lee Tobler
Title: Executive Vice President -
Chief Executive Officer

DIAMOND SHAMROCK CHEMICALS
CORPORATION

By: 
J. W. McConnell
Title: Vice President -
Finance Administration

Schedule 1

PARTICIPATION AGREEMENT Dated as of January 5, 1981 among THE B. F. GOODRICH COMPANY (LESSEE), VALLEY BANK LEASING, INC. (PARTNER), BANKERS COMMERCIAL CORPORATION (PARTNER), MODERN WOODMEN OF AMERICA (NOTE PURCHASER) AND VALLEY BANKERS LEASING 81-1 PARTNERSHIP, an Arizona general partnership acting pursuant to a Partnership Agreement dated as of December 31, 1980 between VALLEY BANK LEASING, INC. and Bankers Commercial Corporation (BORROWER)

EQUIPMENT LEASE Dated as of January 5, 1981 Between VALLEY BANKERS LEASING 81-1 PARTNERSHIP, an Arizona general partnership acting pursuant to a Partnership Agreement dated as of December 31, 1980 between VALLEY BANK LEASING, INC. and Bankers Commercial Corporation (LESSOR), And THE B. F. GOODRICH COMPANY (LESSEE)

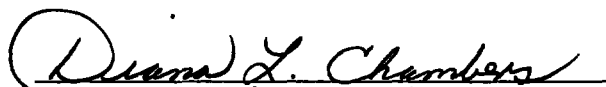
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STATE OF TEXAS §
 §
COUNTY OF DALLAS §

Before me, the undersigned authority, on this day personally appeared J. W. McConnell, Vice President - Finance and Administration of Diamond Shamrock Chemicals Company, a corporation, known to me to be the person and officer whose name is subscribed to the foregoing Agreement and acknowledged to me that he executed the same for the purposes and considerations therein expressed, and in the capacity therein stated, and as the act and deed of said corporation.

Given under my hand and seal, this 27th day of November 1985.


Notary Public in and for
Dallas County, Texas

Name: Diana L. Chambers

My commission expires:

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

Before me, the undersigned authority, on this day personally appeared D. Lee Tobler, Executive Vice President and Chief Financial Officer of The B. F. Goodrich Company, a corporation, known to me to be the person and officer whose name is subscribed to the foregoing Agreement and acknowledged to me that he executed the same for the purposes and considerations therein expressed, and in the capacity therein stated, and as the act and deed of said corporation.

Given under my hand and seal, this 27th day of November 1985.

Diana L. Chambers
Notary Public in and for
Dallas County, Texas

Name: *Diana L. Chambers*

My commission expires: